

PIRATES LACROSSE CLUB

A Nevada Nonprofit Corporation

Bylaws July 2019

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Article I — Name, Offices, Mission, Purpose, Policies, Power and Fiscal Year

Section 1 – Name

The name of this nonprofit corporation is PIRATES LACROSSE CLUB; herein referred to as the Corporation or Club.

Section 2 – Principal Offices

The principal office of the Corporation shall be located in Clark County, Nevada. The Board of Directors (the “Board”) may from time to time change such principal offices and establish such other offices as the Board designates or as the affairs and activities of the Corporation require.

Section 3 – Mission

The Corporation is a nonprofit organization committed to growing youth lacrosse while creating a competitive, positive, challenging, and fun environment for boys and girls of all ethnicities and cultures in Clark County, Nevada. It is our mission to develop skills, athleticism, teamwork, and leadership in our players. These skills will help improve physical conditioning, lacrosse skills and an understanding of the sport. We believe hard work, strength of character, and intelligence are the primary means of achieving positive results, both on and off the field. Through our passionate leadership, state-of-the-art facilities, and dedication to long-term elite development at every age group, we strive to be the best lacrosse club in Nevada.

Section 4 – Purpose

The purposes of the Corporation shall be:

1. To promote the development and growth of the sport of lacrosse through the formation of a non-profit youth lacrosse club in Clark County, Nevada and the affiliation to such leagues as Southern Nevada Lacrosse Association (SNLA) and U.S. Lacrosse, Inc.;
2. To promote a strong, positive relationship with our SNLA zoned schools, and facilitate communication among school administration, teachers, coaches, student body, alumni, and friends;
3. To help the SNLA zoned schools assigned to the Club get Physical Education (PE) curriculums started for lacrosse and eventually start their own lacrosse programs.
4. To provide a lower cost opportunity to families in the area wishing to participate in youth lacrosse programs;
5. To engage in fundraising activities to support the needs of the Club;
6. To promote and develop through the operation of a youth lacrosse club, knowledge of the rules and skills of lacrosse;
7. To promote and develop through boys and girls participating in youth lacrosse the qualities of sportsmanship, teamwork and respect for coaches, officials, community, fans, and players; and
8. In general to do all things as may be appropriate to promote and accomplish any of the foregoing purposes.

Section 5 – Policies

1. The Club is a non-profit corporation and shall be operated exclusively for educational and charitable purposes as granted to nonprofit corporations by the laws of the State of Nevada and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or as amended to that section or the corresponding provisions of any future federal tax code or laws.
2. The Club shall not discriminate based on age, sex, creed, or national origin.
3. The policies of the Club are established to maintain a tax-exempt status as defined by Section 501(c)(3) of the Internal Revenue Code and the State of Nevada.
4. The name of the Corporation and the names of any of its members in their official capacities shall not be used in any connection with a commercial concern or political interest or for any purpose not appropriately related to the Mission of the Club.
5. Any person serving in an official Corporate position (officers, board or committee members, coaches and chairs) or volunteering with or for the Club are subject to the Club's background check policy, at the Club's sole discretion and cost, prior to and/or while serving as a Corporate official or Club volunteer.

Section 6 – Powers

The Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether monetary or in-kind contributions.

Section 7 – Fiscal Year

The fiscal year of the Corporation shall, unless otherwise decided by the Board, end on the 31st day of July in each year.

Article II — Membership

Section 1 – Voting Members

This Corporation has no voting members as the term is defined in Nevada Revised Statutes (NRS) 82.031.

Section 2 – Nonvoting Members

Nonvoting Members shall have no right to notice of or to vote at any meeting and shall not be considered for purposes of establishing a quorum. Nonvoting Members shall have the right to bring forth any concerns or recommendations for discussion and consideration at any general meeting in accordance with policies and procedures as set forth by the Board. Membership shall imply acceptance of the Corporation's Bylaws, Club Policies and Parent/Player Contract(s).

A nonvoting member shall include:

1. Any player who has complied with the Club's registration policy and is in good standing with the Club, SNLA and US Lacrosse;
2. Any parent(s), guardian(s) or other adult(s) standing in loco parentis for a registered player; and
3. Any coach of a Pirates Lacrosse Club team.

Section 3 – Nonvoting Affiliates

Nonvoting Affiliates shall have no right to notice of or to vote at any meeting and shall not be considered for purposes of establishing a quorum. The Board may approve classes of Non-Voting Affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the Mission of the Corporation. The Board, a designated committee of the Board, or any duly elected officer in accordance with Board policy, shall have authority to admit any individual or organization as a Nonvoting Affiliate, to recognize representatives of Nonvoting Affiliates, and to make determinations as to Nonvoting Affiliates' rights, privileges, and obligations. At no time shall Nonvoting Affiliate information be shared with or sold to other organizations or groups without the Nonvoting Affiliate's consent. At the discretion of the Board, Nonvoting Affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the Corporation website.

Section 4 – Membership Dues

The Membership Dues shall be the annual registration fee paid for a player to be a Nonvoting Member of the Club. Membership Dues shall be determined by the Board before each new Fiscal year for the new Fiscal Year. In addition to the Membership Dues, all players are required to obtain and maintain a US Lacrosse membership and an SNLA membership.

Article III — Board of Directors

Section 1 – Powers

The Board is responsible for setting policy and governing the organization and holds the power to conduct and manage the Corporation's business and affairs and to delegate that power as needed to an agent of the Board, such as the executive director.

Section 2 – Number

The Board shall consist of not less than three (3) and not more than nine (9) individuals. The Board may increase or decrease the number of directors within this fixed minimum and maximum at any regular or special meeting without requiring an amendment to these Bylaws or the Articles of Incorporation filed with the State of Nevada.

Section 3 – Term

All directors shall be elected to serve a one-year term however the term may be extended until a successor has been elected. Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year. Directors may serve terms in succession. Each director shall hold office until the next annual meeting of directors that coincides with the end of his term and until his successor is appointed and qualified, or until such director dies, resigns, is removed or becomes disqualified.

Section 4 – Nominations and Elections

The Board will be a self-perpetuating board, where the Board itself elects new members. A committee will put forward nominations for new members (the "Nominating Committee") and the sitting Board will vote to elect or not elect them. Any member (voting and nonvoting) may nominate any individual to the Nominating Committee for a Board position. A majority vote of the current directors is required for election.

The officers of the board shall be elected by the Board at the Annual Meeting that coincides with the end of his term.

Section 5 – Suspension or Removal

A director may be suspended or removed with or without cause by vote of a majority of the Board.

Examples of conditions, but not limited to, under which a director may be removed by a vote of the Board may include missing three (3) consecutive Board meetings without valid reasons, breach of confidentiality, engaging in inappropriate behavior at any time which may reflect badly on the Club or in conflict with its Mission, failure to disclose a conflict of interest, or failure to exercise the duties of a director of the Board.

Section 6 – Resignation

A director may resign by delivering his written resignation to the Chairman of the Board or by oral tender at a meeting of the Board. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 7 – Vacancies

Any vacancy in the Board shall be filled by a majority vote of the sitting directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor.

Section 8 – Compensation

Directors serve on a volunteer basis. Directors shall not be entitled to receive a compensation for their services as directors except for reimbursement of reasonable preapproved expenses. Directors shall not be precluded from serving the Corporation in any other capacity and receiving compensation for any such services. The Board reserves the right to offer appropriate compensation in lieu of a salary. Any payment shall be approved in advance in accordance with this Corporation's Policies, as set forth in these Bylaws.

Article IV — Meetings

Section 1 – Quorum

A majority of the Board shall constitute quorum. A quorum of the Board must be present to conduct business and in order for any vote to take place. Each director is entitled to one (1) vote. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting in its entirety or until a quorum is present.

Section 2 – Regular and Annual Meetings

The Board shall have a minimum of four (4) regular meetings each year at times, places or manner (e.g. in person or electronic communications as permitted by law) fixed by the Board. At least one (1) regular meeting shall be designated the Annual Meeting which will coincide with the end of the Fiscal Year to discuss any action necessary for the Club to conduct business in the next Fiscal Year and to elect new directors and officers, if applicable.

Board meetings shall be held upon four (4) days-notice by first-class mail, email, or text or forty-eight (48) hours-notice delivered personally or by telephone. If notice is sent by mail, or email, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, manner, day and hour of the meeting. The purpose of the meeting need not be specified.

Section 3 – Special Meetings

Special meetings of the Board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the Board. A special meeting must be preceded by at least forty-eight (48) hours-notice delivered to each director by email, text, in person or by telephone of the place, manner, day and hour of the meeting. The purpose of the meeting must be specified.

Section 4 – Waiver of Notice

Any director may waive notice of any meeting, in accordance with Nevada law.

Section 5 – Voting

Voting (by voice, a show of hands, or written ballot) will be left to the discretion of the president. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization or these by-laws. On the occasion that the Board is unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote at his sole discretion.

Meetings shall be governed by the latest edition of Robert's Rules of Order in all cases in which they are applicable and in which they are not in conflict with these Bylaws or any applicable law. A copy of the current edition of Robert's Rules of Order shall be held by the Secretary and be made available at each meeting.

Article V — Officers

Section 1 – Number

The officers of the Corporation shall be a president, up to two (2) vice presidents, a treasurer and a secretary, together with such other officers, if any, as the Board may determine. The president, vice president(s), treasurer and secretary shall serve at the pleasure of the Board but are not members of the Board. A person may hold a director and officer position but may not hold more than one (1) officer position at the same time.

Section 2 – Term

The president, vice president(s), treasurer and secretary shall each hold office for a term of two (2) years and may not serve more than three (3) consecutive terms of office. Notwithstanding the foregoing, however, the initial treasurer and secretary of the Corporation shall hold office for terms of three years each. Unless unanimously elected by the board at the end of his three (3) year terms or to fill a vacancy position, each officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

Section 3 – Nominations and Elections

A Nominating Committee will put forward nominations for new officers, and the sitting Board will vote to elect or not elect them. Any member (voting and nonvoting) may nominate any individual to the Nominating Committee for an officer position. A majority vote of the current Board is required for election.

Officers shall be elected by the Board at the Annual Meeting that coincides with the end of his term.

Section 4 – Suspension or Removal

An officer may be suspended or removed with or without cause by vote of a majority of the Board.

Examples of conditions, but not limited to, under which an officer may be removed by a vote of the Board may include missing three (3) consecutive Board meetings without valid reasons, breach of confidentiality, engaging in inappropriate behavior at any time which may reflect badly on the Club or in conflict with its Mission, failure to disclose a conflict of interest, or failure to exercise the duties of an officer.

Section 5 – Resignation

An officer may resign by delivering his written resignation to a director of the Board or by oral tender at a meeting of the Board. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 6 – Vacancies

Any vacancy of an officer shall be filled by a majority vote of the Board. Each such successor shall hold office for the unexpired term of his predecessor.

Section 7 – Compensation

Officers serve on a volunteer basis. Officers shall not be entitled to receive a compensation for their services as officers except for reimbursement of reasonable preapproved expenses. Officers shall not be precluded from serving the Corporation in any other capacity and receiving compensation for any such services. The Board reserves the right to offer appropriate compensation in lieu of a salary. Any payment shall be approved in advance in accordance with this Corporation's Policies, as set forth in these Bylaws.

Section 8 – Authority and Duties of Officers

The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified by the Board or these Bylaws.

Section 9 – President

The president shall preside as the chairman at all meetings of the Board, except as the Board shall otherwise determine and shall have such other powers and duties as may be determined by the Board. The president ensures that the Board's directives are implemented and monitored. He also creates committees and appoints committee chairs. All officers, agents, employee or volunteers shall report to the president to carry out the Corporation's Mission and ensures accomplishment of its goals.

- Sets the meeting agenda for and preside as chairman at all meetings.
- Shall be instrumental in all hiring/firing decisions.
- Acts as the chief volunteer representative of the Club.
- Responsible for overseeing all volunteer activities.
- Appoints committee chairpersons and members.
- Oversees all Board committees.
- Works closely with the executive director or equivalent position to ensure good communication between the Board and staff.
- Ensures the full participation of directors and moves to fill Board and officer vacancies.
- Along with the Board, reviews the Club's financial records on a regular basis to validate and ensure the accuracy of financial reports prepared by the Treasurer.
- Along with the Treasurer, prepares the Club's annual budget and operational needs and determines annual registration/membership fees to be approved by the Board.
- Manages relationships with the SNLA and USL.
- Perform all other duties as determined by the Board.

Section 10 – Vice President(s)

The vice president shall be the president elect of the Corporation. The vice president shall preside at meetings of the Board in the absence of the president. The vice president shall have and may exercise such other duties and powers as may be designated by the president or Board. The vice president shall have and may exercise all of the powers and duties of the president during the absence of the president or in the event of the inability of the president to act, except as otherwise determined by the Board.

All other vice presidents, if any, shall have such duties and powers as the Board shall determine.

- Attend all Board meetings.
- If needed, sets the meeting agenda for and presides as chairman of a Board meeting in the absence of the President.
- Assists the president in carrying out special projects or other duties as directed by the president.
- Represents the President at various meetings/functions when directed to do so by the President.

Section 11 – Treasurer

The treasurer shall be the chief financial officer and oversee the financial matters of the Corporation and ensures that monies are received and deposited promptly and in the appropriate bank as approved by the Board. The treasurer works with the president and/or other officers to prepare the annual budget, and has the responsibility of recording each accounting transaction. The treasurer shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate accounting records. The treasurer ensures that necessary reports and filings to federal, state, and local authorities are made in a timely matter and presents financial statements to the Board. The treasurer shall have such other duties and powers as designated by the president or Board.

- Oversees all financial matters.
- Sets policies and procedures for the Corporation's financial transactions to be presented and approved by the president or Board.
- Prepares and presents financial statements as needed for the Board's review and discussion. .
- Leads in setting budgets.
- Ensures monies due to the Club are tracked and collected.
- Ensures monies paid to the Club are deposited timely in an approved financial institution.
- Prepares timely payments of all expenditures.
- Accurately records each and every financial transaction (monetary or in-kind) in accordance with generally accepted accounting practices.
- Prepares and submits all filings (including licenses and tax returns) to federal, state, and local authorities.
- Ensures that the Board reviews the IRS Form 990 report each year.
- Administers all insurance, affiliations, and term contracts for which the Club is liable.
- Maintains all Club financial records for a period of no less than seven (7) years.
- Performs other duties as assigned by the President or Board.

Section 12 – Secretary

The secretary maintains all official Board records and ensures the accuracy and security of all Corporate records. The records shall contain the original, or attested copies, of the articles of organization and bylaws and names of all directors, officers and members (voting and nonvoting) along with the address and contact information of each. The secretary is prepared to assume the leadership role when the president and vice president are unavailable.

- Keeps a book of meeting agendas and minutes and actions of the Board and committees to be available for immediate review at the request of any director, officer, member or regulatory authority.
- Gives proper notice of meetings as prescribed in these Bylaws.
- Prepares and distributes meeting agendas.
- Records minutes of all meetings or oversees this function if done by a staff person.
- Serves as the official keeper of Corporate records and ensures they are maintained securely and available for review as needed.
- Assists in the administration of the voting process in all elections.
- Manages directory of directors and members, coaches and players.
- Keeps a current copy of the Bylaws, Parent and Player Code of Conduct, and Robert's Rules of Order and have them available at any time for reference.
- Performs other duties as assigned by the President or Board.

Section 12 – Non-Director Officers

The Board may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

Article VI — Board Committees

The Board may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two (2) or more directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of board resolution, may:

1. take any final action on matters which also requires board members' approval or approval of a majority of all members;
2. fill vacancies on the of any committee which has the authority of the Board;
3. amend or repeal Bylaws or adopt new Bylaws;
4. amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
5. appoint any other committees of the Board or the members of these committees;
6. expend corporate funds to support a nominee for director; or
7. approve any transaction to which the Corporation is a party and one (1) or more directors have a material financial interest or between the Corporation and one (1) or more of its directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

Article VII — Execution of Papers

Except as the Board may generally or in particular cases authorize the execution thereof in some manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the president or vice president and the treasurer or chief financial officer.

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by two (2) officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the Board or a designated committee of the Board may select.

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authority may be general or confined to specific instances.

Article VIII — Personal Liability

The directors, officers, members (voting and nonvoting), and agents of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, Corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Article IX — Indemnification

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of the Board who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article X — Nondiscrimination Policy

The officers, directors, committee members, employees, agents, and persons served by the Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of the Corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

Article XI — Gender

The use of the masculine herein shall also refer to the feminine, unless otherwise expressly provided, and the use of the singular herein shall also refer to the plural, unless the context otherwise requires.

Article XII – Conflict of Interest

It is the policy of the Corporation to prohibit its directors, officers, employees or agents or any immediate family or household member of a director, officers, employee or agent to engage in any activity, practice or act which conflicts with, or could be perceived to conflict with the interest of the Corporation, its members, donors or suppliers. Any activity, practice or act which could rise to a potential or perceived conflict of interest, no matter how small or insignificant, is to be reported to the Board and approved prior to engaging in such activity, practice or act. Whenever a director or officer, or immediate family or household member, has a financial or personal interest in any matter coming before the Board, the Board shall ensure that:

1. The party of such conflict is fully disclosed to the Board.

2. No interested director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board at which such matter is voted upon.
3. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the Board not so interested or connected as being in the best interests of the Corporation.
4. Payments to the interested officer, director, employee or agent shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article XIII — Dissolution and Remaining Funds

Section 1 – Dissolution

The Corporation may be dissolved provided prior notice is given to the Club Membership, a vote is taken at the next scheduled general meeting (a quorum must be met), and the request is approved by a majority vote of those directors present.

Section 2 – Remaining Funds

Upon a vote to dissolve the Corporation, any remaining funds shall first be used to pay any outstanding debt or liability and then exclusively for exempt purposes distributed to an entity(s) that is qualified as an entity exempt from tax pursuant to Internal Revenue Code Section 501(c)(3) that is selected by a majority of the Board.

Article XIV — Amendments to the Bylaws

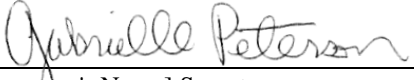
These Bylaws may be amended from time to time subject to approval by a two-thirds (2/3) vote of the Board. All approved amendments shall become effective immediately and recorded by the secretary.

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board then in office at a meeting of the Board, provided however,

1. that no amendment shall be made to these Bylaws which would cause the Corporation to cease to qualify as a tax-exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or as amended to that section or the corresponding provisions of any future Federal tax code laws or the State of Nevada;
2. that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds (2/3) vote of a quorum of directors at a Board meeting; and
3. that all amendments be consistent with the Articles of Incorporation.

When Bylaws are amended, the secretary will prepare a revised copy that contains the revisions.

I do hereby certify, as the duly elected secretary of PIRATES LACROSSE CLUB, a Nevada nonprofit corporation (the "Corporation") that the above stated Bylaws of the Corporation were approved for adoption by the Corporation's Board on July, 15 2019 and constitute a complete copy of the Bylaws of the Corporation.



[Secretary's Name] Secretary

07-15-2019

Date